

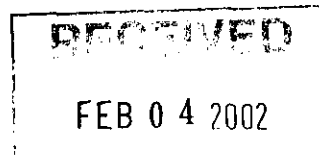
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February 1, 2002



FEDERAL EXPRESS

Ms. Carlyn Winter Prisk (3HS11)
U.S. Environmental Protection Agency, Region III
1650 Arch Street
Philadelphia, PA 19103-2029

Re: Lower Darby Creek Area Superfund Site

Dear Ms. Prisk:

Enclosed herewith is Fleming Companies, Inc.'s response to USEPA's November 5, 2001 Request for Information concerning the above-referenced site.

If you have any questions concerning Fleming's response, please contact me.

Sincerely,

A handwritten signature in black ink, appearing to be "S. Welch", written over a horizontal line.

Steven R. Welch

SRW/jd
Enclosure

cc/encl: Brian Nishitani, Esq. (Federal Express)
EPA Office of Regional Counsel
U.S. Environmental Protection Agency, Region III
1650 Arch Street
Philadelphia, PA 19103-2029

**RESPONSE OF FLEMING COMPANIES, INC.
TO
REQUEST FOR INFORMATION CONCERNING THE LOWER
DARBY CREEK AREA SUPERFUND SITE**

This Response of Fleming Companies, Inc. ("Fleming") to the United States Environmental Protection Agency's ("USEPA") November 5, 2001 Request for Information (this "Response") concerning the Lower Darby Creek Area Superfund Site located in or about Delaware and Philadelphia Counties, Pennsylvania (the "Site") is based upon documentation provided to Fleming by USEPA and Fleming's investigation of its alleged involvement with the Site. Each answer in this Response is limited to information that could reasonably be expected to have some relevance to USEPA's investigation with respect to Fleming or any other party's alleged involvement or nexus with the Site at any time from 1958 through 1976 (the "Pertinent Period").

During its investigation to-date of this matter, Fleming has not discovered any documentation or other information that establishes any proximate nexus between Fleming and the Site. Fleming reserves the right to revise this Response if Fleming obtains any additional information relevant to this Response.

QUESTIONS

1. State the name of your company, its mailing address, and telephone number. Further identify:

- a. The dates and states of incorporation of your company;
- b. The date and original state of incorporation of your company; and
- c. The parent corporation of your company, if any, and all subsidiaries or other affiliated entities.

RESPONSE:

Fleming Companies, Inc. was incorporated as a Kansas corporation on December 2, 1915. Fleming Merger, Inc. was incorporated as an Oklahoma corporation on February 3, 1981. On February 29, 1981, Fleming Merger, Inc.'s name was changed to Fleming Management, Inc. On April 29, 1981, Fleming Companies, Inc., a Kansas corporation, merged into Fleming Management, Inc., an Oklahoma corporation. Fleming Management, Inc. was the surviving corporation of the merger and changed its name to Fleming Companies, Inc. Since that name change, Fleming Companies, Inc. has remained an Oklahoma corporation. Fleming's corporate common stock is publicly traded on the New York Stock Exchange. To Fleming's knowledge, Fleming does not have any pertinent nexus with the Site, and Fleming does not own or control, and Fleming is not owned or controlled by, any person or entity that has any pertinent nexus with the Site.

To Fleming's knowledge, USEPA sent Fleming this request for information because of the "Nexus Documents," as that term is defined at Fleming's response to question number 8 hereof. The Nexus Documents indicate that a Shop N' Bag retail grocery store located at 7544 Haverford in Philadelphia, Pennsylvania may have some nexus with the Site. Fleming believes that "Shop N' Bag" was a trade name owned during the Pertinent Period by Frankford-Quaker Grocery Co. for use by retail grocery stores that acquired a substantial portion of their grocery products from Frankford-Quaker. Fleming has been informed that approximately fifty percent of those stores were owned and operated by Frankford-Quarter, and the other fifty percent of those stores were owned and operated by persons and entities unaffiliated with Frankford-Quaker (i.e., independent grocers).

Frankford Retail Grocers' Association was incorporated in Pennsylvania on July 11, 1905. It changed its name to Frankford Grocery Company on May 24, 1909. Fleming believes that, in either April 1962 or October 1974, Frankford Grocery Co. either merged with an entity, or otherwise acquired an entity or the assets of an entity, having "Quaker" in its legal name. As a result of that transaction, Frankford Grocery Co.'s name was changed to Frankford-Quaker Grocery Co. ("Frankford-Quaker"). Frankford-Quaker became a wholly-owned subsidiary of Fleming by virtue of a merger occurring on July 31, 1986. Frankford-Quaker changed its name on April 3, 1991, to Fleming Foods East, Inc. Fleming Foods East, Inc. merged into Fleming as of December 31, 1994.

Shop N' Bag, Inc. was incorporated in Pennsylvania on March 17, 1961 and dissolved on May 20, 1991. Fleming believes that the entity was located at G Street and Erie Avenue in Philadelphia, Pennsylvania. Fleming believes that the entity may have been a shell corporation used by Frankford-Quaker to own the trademark and trade name of, and licensing rights to use the name, "Shop N' Bag."

2. What is the current nature of the business or activity conducted at your establishment(s) in the Philadelphia, Pennsylvania area? What was the nature of your business or activity between 1958 and 1976? Please describe in detail. If the nature of your business or activity changed from the period of 1958 to 1976 to the present, please provide a detailed explanation of the changes to date.

RESPONSE:

Fleming is involved in the purchase, resale, wholesale distribution, and retail sale of grocery and related products.

The Nexus Documents indicate that tri-county hauling, inc. picked up "something" from a Shop N' Bag store (the "Nexus Store") located at 7544 Haverford. The name of the town or city of the Nexus Store's location was not set forth in any Nexus Document. Fleming believes that the Nexus Store was located in Philadelphia, Pennsylvania but, based upon Fleming's records and a visual inspection of Haverford Avenue in Philadelphia, Pennsylvania, by a Fleming representative, Fleming does not believe that there was a Shop N' Bag store located at 7544 Haverford in Philadelphia, Pennsylvania.

Fleming believes that the Nexus Store may be a former Shop N' Bag store located at 6710 Haverford Avenue, Philadelphia, Pennsylvania (the "Haverford Store"). It is Fleming's understanding that this store was owned and operated by Raph Lissack. Fleming believes that the Haverford Store became and still is a "ShopRite" supermarket. To Fleming's knowledge, the only other Shop N' Bag store located in the vicinity of 7544 Haverford was a Shop N' Bag store located on Lancaster Avenue in Philadelphia, Pennsylvania (the "Lancaster Avenue Store"). It is Fleming's understanding that the Lancaster Avenue Store was owned and operated by Bill Stiglitz, but it closed prior to 1984. To Fleming's knowledge, both the Haverford Store and the Lancaster Store were owned and operated by persons or entities unaffiliated (i.e., no common ownership or similar affiliation) with Frankford-Quaker.

Neither the Haverford Store nor the Lancaster Store was identified in the Agreement and Plan of Merger among Fleming, Frankford-Quaker and SLM, Inc. (the Fleming affiliate into which Frankford-Quaker merged) as a Shop N' Bag store owned, operated or leased by or to Frankford-Quaker or any of its affiliates. Neither the Haverford Store nor the Lancaster Store appears in Fleming's lease files covering retail facilities leased by Frankford-Quaker to retail operators. Certain of those leases predate the date of the Nexus Documents.

Fleming has not discovered any information indicating that Frankford-Quaker or any of its affiliates owned or operated the Shop N' Bag store referenced in the Nexus Documents. To Fleming's knowledge, there is no nexus between the Site and Frankford-Quaker/Fleming.

3. Identify all persons currently or formerly employed by your establishment(s) who have or may have personal knowledge of your operations and waste disposal practices between 1958 and 1976 at your facilities in the Philadelphia, Pennsylvania area. For each such person, state that person's employer, job title, dates of employment, current address, and telephone number. If the current telephone number or address is not available, provide the last known telephone number or last known address of such person.

RESPONSE:

Fleming will defer responding to this question until it has received or obtained some probative information that indicates that Fleming has a probable nexus with the Site. Please refer to Fleming's responses to questions 1, 2 and 8.

4. Identify the owners and operators of your establishment(s) in the Philadelphia, Pennsylvania area from 1958 to the present. For each owner and operator further provide:

- a. The dates of their operation;
- b. The nature of their operation; and
- c. All information or documents relating to the handling and/or generation, storage, treatment, recycling, formulation, disposal, or transportation of any hazardous substance, hazardous waste, pollutant, contaminant, or other waste during the period in which they were operating the establishment(s).

RESPONSE:

Fleming will defer responding to this question until it has received or obtained some probative information that indicates that Fleming has a probable nexus with the Site. Please refer to Fleming's responses to questions 1, 2 and 8.

5. Describe the types of documents generated or maintained by your establishment(s) in the Philadelphia, Pennsylvania area concerning the handling and/or generation, storage, treatment, transportation, recycling, formulation, or disposal of any hazardous substance, hazardous waste, pollutant, contaminant or other waste between 1958 and 1976.

- a. Provide a description of the information included in each type of document and identify the person who was/is the custodian of the documents;
- b. Describe any permits or permit applications and any correspondence between your company and/or establishment(s), and any regulatory agencies regarding the transportation and disposal of such wastes; and
- c. Describe any contracts or correspondence between your company and/or establishment(s) and any other company or entity regarding the transportation and disposal of such wastes.

RESPONSE:

Fleming will defer responding to this question until it has received or obtained some probative information that indicates that Fleming has a probable nexus with the Site. Please refer to Fleming's responses to questions 1, 2 and 8.

6. Identify every hazardous substance used, generated, purchased, stored, or otherwise handled at your establishment(s) in the Philadelphia, Pennsylvania area between 1958 and 1976. Provide chemical analyses and Material Safety Data Sheets ("MSDS"). With respect to each such hazardous substance, further identify:

- a. The process(es) in which each hazardous substance was used, generated, purchased, stored, or otherwise handled;
- b. The chemical composition, characteristics, and physical state (solid, liquid, or gas) of each such hazardous substance;
- c. The annual quantity of each such hazardous substance used, generated, purchased, stored, or otherwise handled;
- d. The beginning and ending dates of the period(s) during which such hazardous substance was used, generated, purchased, stored, or otherwise handled;

- e. The types and sizes of containers in which these substances were transported and stored; and
- f. The persons or companies that supplied each such hazardous substance to your company.

RESPONSE:

Fleming will defer responding to this question until it has received or obtained some probative information that indicates that Fleming has a probable nexus with the Site. Please refer to Fleming's responses to questions 1, 2 and 8.

7. Identify all by-products and wastes generated, stored, transported, treated, disposed of, released, or otherwise handled by your establishment(s) in the Philadelphia, Pennsylvania area between 1958 and 1976. With respect to each such by-product and waste identified, further provide:

- a. The process(es) in which each such by-product and waste was generated, stored, transported, treated, disposed of, released, or otherwise handled;
- b. The chemical composition, characteristics, and physical state (solid, liquid, or gas) of each such by-product or waste;
- c. The annual quantities of each such by-product and waste generated, stored, transported, treated, disposed of, released, or otherwise handled;
- d. The types, sizes, and numbers of containers used to treat, store, or dispose of each such by-product or waste;
- e. The name of the individual(s) and/or company(ies) that disposed of or treated each such by-product or waste; and
- f. The location and method of treatment and/or disposal of each such by-product or waste.

RESPONSE:

Fleming will defer responding to this question until it has received or obtained some probative information that indicates that Fleming has a probable nexus with the Site. Please refer to Fleming's responses to questions 1, 2 and 8.

8. Did your company ever contract with, or make arrangements with Clearview, Folcroft, Folcroft Annex, Eastern Industrial, Tri-County Hauling, S. Buckley Trash Hauling, Barratt Rupurt, McCloskey Engineering, ABM Disposal Services, Marvin Jonas, Jonas Waste Removal, Paolino Company, Schiavo Bros., Inc. and/or any other company or municipality to remove or transport material from your establishment(s) in the Philadelphia, Pennsylvania area between 1958 and 1976 for disposal? If so, for each transaction identified above, please identify:

- a. The person with whom you made such a contract or arrangement;
- b. The date(s) on which or time period during which such material was removed or transported for disposal;
- c. The nature of such material, including the chemical content, characteristics, and physical state (i.e., liquid, solid, or gas);
- d. The annual quantity (number of loads, gallons, drums) of such material;
- e. The manner in which such material was containerized for shipment or disposal;
- f. The location to which such material was transported for disposal;
- g. The person(s) who selected the location to which such material was transported for disposal;
- h. The individuals employed with any transporter identified (including truck drivers, dispatchers, managers, etc.) with whom your establishment dealt concerning removal or transportation of such material; and
- i. Any billing information and documents (invoices, trip tickets, manifests, etc.) in your possession regarding arrangements made to remove or transport such material.

RESPONSE:

The only information that Fleming has obtained or received concerning any possible connection between Fleming and the Site are copies of the documents described in this response (the "Nexus Documents"). It is Fleming's understanding that the Nexus Documents were obtained by USEPA from either an owner or operator of the Site, or an entity transporting waste to the Site. The Nexus Documents were faxed to Fleming by USEPA in response to Fleming's Freedom of Information Act request concerning the Site. The Nexus Documents are as follows:

- A. tri-county hauling, inc. ticket no. 5548 dated July 24, 1975 setting forth in handwritten script the following information: (i) "Shop & Bag" adjacent to the "Customer's Name" on the ticket; (ii) "7544 Haverford" adjacent to "Customer's Address" on the ticket; and (iii) "30" adjacent to "No. of Yards" on the ticket. The name Rudy was signed on the line immediately above "Driver's Signature." The ticket indicates that tri-county hauling, inc. was located at, or had a mailing address of, 1777 Calcon Hook Road, Green Hills Branch, Sharon Hill P.O., PA 19079. The ticket has "WM001383" stamped on the bottom of the document. This same ticket (considerably less legible) was included in the documents sent to Fleming by USEPA but had "WM006359" stamped on the bottom of the document.

- B. A document having "WM001382" stamped at its bottom, and "Shop n' Bag 1 cost @ 90.00" handwritten upon it.
- C. An illegible ticket having "WM012517" stamped at its bottom. This ticket was apparently signed by the customer. If legible, the original ticket may contain some probative information.
- D. A document having "WM012516" stamped on its bottom, and "Shop N Bag 30 cu yds @ 3.00 = 90.00" handwritten upon it.

Please refer to Fleming's responses to questions 1 and 2.

9. Provide the names, titles, areas of responsibility, addresses, and telephone numbers of all persons who, between 1958 and 1976, may have:

- a. Disposed of or treated materials at Clearview, Folcroft and Folcroft Annex or other areas of the Site;
- b. Arranged for the disposal or treatment of materials at Clearview, Folcroft and Folcroft Annex or other areas of the Site; and/or
- c. Arranged for the transportation of materials to Clearview, Folcroft and Folcroft Annex or other areas of the Site (either directly or through transshipment points) for disposal or treatment.

RESPONSE:

Fleming will defer responding to this question until it has received or obtained some probative information that indicates that Fleming has a probable nexus with the Site. Please refer to Fleming's responses to questions 1, 2 and 8.

10. For every instance in which your establishment(s) disposed of or treated material at Clearview, Folcroft and Folcroft Annex or other areas of the Site, or arranged for the disposal or treatment of material at the Site, identify:

- a. The date(s) on which such material was disposed of or treated at the Site;
- b. The nature of such material, including the chemical content, characteristics, and physical state (i.e., liquid, solid, or gas);
- c. The annual quantity (number of loads, gallons, drums) of such material;
- d. The specific location on the Site where such material was disposed of or treated; and
- e. Any billing information and documents (invoices, trip tickets, manifests, etc.) in your company's or establishment's(s') possession regarding arrangements made to dispose of or treat such material at the Site.

RESPONSE:

Fleming will defer responding to this question until it has received or obtained some probative information that indicates that Fleming has a probable nexus with the Site. Please refer to Fleming's responses to questions 1, 2 and 8.

11. Did your establishment(s), or any other company or individual ever spill or cause a release of any chemicals, hazardous substances, and/or hazardous waste, and/or non-hazardous solid waste on any portion of Clearview, Folcroft and Folcroft Annex or any other portion of the Site? If so, identify the following:

- a. The date(s) the spill(s)/release(s) occurred;
- b. The composition (i.e., chemical analysis) of the materials which were spilled/released;
- c. The response made by you or on your behalf with respect to the spill(s)/release(s); and
- d. The packaging, transportation, and final disposition of the materials which were spilled/released.

RESPONSE:

Fleming will defer responding to this question until it has received or obtained some probative information that indicates that Fleming has a probable nexus with the Site. Please refer to Fleming's responses to questions 1, 2 and 8.

12. Please identify individuals employed by your establishment(s) who were responsible for arranging for the removal and disposal of wastes, and individuals who were responsible for payments, payment approvals, and record keeping concerning such waste removal transactions at your Philadelphia, Pennsylvania area establishment(s) between 1958 and 1976. Provide current or last known addresses and telephone numbers where they may be reached. If these individuals are the same persons identified by your answer to question 3, so indicate.

RESPONSE:

Fleming will defer responding to this question until it has received or obtained some probative information that indicates that Fleming has a probable nexus with the Site. Please refer to Fleming's responses to questions 1, 2 and 8.

13. Did your or any person or entity on your behalf ever conduct any environmental assessments or investigations relating to contamination at Clearview, Folcroft and Folcroft Annex or any other areas of the Site? If so, please provide all documents pertaining to such assessments or investigations.

RESPONSE:

No.

14. If you have any information about other parties who may have information which may assist the EPA in its investigation of the Site, including Clearview, Folcroft and Folcroft Annex, or who may be responsible for the generation of, transportation to, or release of contamination at the Site, please provide such information. The information you provide in response to this request should include the party's name, address, telephone number, type of business, and the reasons why you believe the party may have contributed to the contamination at the Site or may have information regarding the Site.

RESPONSE:

Fleming will defer responding to this question until it has received or obtained some probative information that indicates that Fleming has a probable nexus with the Site. Please refer to Fleming's responses to questions 1, 2 and 8.

15. Representative of your establishment(s):
- a. Identify the person(s) answering these questions on behalf of your establishment(s), including full name, mailing address, business telephone number, and relationship to the company.
 - b. Provide the name, title, current address, and telephone number of the individual representing your establishment(s) to whom future correspondence or telephone calls should be directed.

RESPONSE:

Steven R. Welch has been engaged as legal counsel by Fleming to represent Fleming with respect to this matter. Mr. Welch assimilated information pertinent to this information request and prepared this Response. Mr. Welch's address is McAfee & Taft A Professional Corporation, 10th Floor, Two Leadership Square, 211 North Robinson, Oklahoma City, Oklahoma 73102. Mr. Welch's phone number is (405) 235-9621.

David F. Stegmann is Fleming's Director of Facilities. Mr. Stegmann is the principal Fleming contact concerning this matter. Mr. Stegmann assisted Mr. Welch in compiling information pertinent to this information request. Mr. Stegmann initiated Fleming's contact with persons who may have some knowledge concerning the Nexus Store. Mr. Stegmann's address is Fleming Companies, Inc., 1945 Lakepointe Dr., Lewisville, Texas 75057-6424. Any contact with Mr. Stegmann should be arranged through Mr. Welch.

Linda Orner is employed as an administrative assistant to Fleming's Controller. Ms. Orner began her employment with Fleming in May 1976. Ms. Orner has access to lease agreements concerning corporate owned, operated or leased Shop N' Bag retail stores. Ms. Orner's address is Fleming Companies, Inc., 1945 Lakepointe Dr., Lewisville, Texas 75057-6424. Any contact with Ms. Orner should be arranged through Mr. Welch.

Joe Harm was employed by Frankford-Quaker from 1957 until 1968. During his employment with Frankford-Quaker, Mr. Harm was a Director of Store Development. Mr. Hann is intimately familiar with the operation of Shop N' Bag stores in the Philadelphia, Pennsylvania area. Mr. Harm resigned from Frankford-Quaker in 1968 to own and operate two Shop N' Bag retail stores, both located in New Jersey. Mr. Harm was employed in 1978 or 1979 by Fleming as a Senior Store Planning Manager. He retired from Fleming in 1988 or 1989. Mr. Harm will occasionally do consulting work for Fleming. Mr. Harm's phone number is [REDACTED]

John Traub is a former employee of Fleming. He is retired, but does consulting work for Fleming approximately one day a week. Mr. Traub was a Division President, a Vice President of Finance, and a Store Development Manager during his employment with Fleming. Mr. Traub's phone number is [REDACTED]

16. If any of the documents solicited in this information request are no longer available, please indicate the reason why they are no longer available. If the records were destroyed, provide us with the following:

- a. Your document retention policy;
- b. A description of how the records were/are destroyed (burned, archived, trashed, etc.) and the approximate date of destruction;
- c. A description of the type of information that would have been contained in the documents; and
- d. The name, job title, and most current address known to you of the person(s) who would have produced these documents; the person(s) who would have been responsible for the retention of these documents; and the person(s) who would have been responsible for the destruction of these documents.

RESPONSE:

Fleming will defer responding to this question until it has received or obtained some probative information that indicates that Fleming has a probable nexus with the Site. Fleming has a general corporate policy of destroying documents five years after they are no longer effective, except as otherwise required by applicable law. Please refer to Fleming's responses to questions 1, 2 and 8.

Dated this 1st day of February, 2002.



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ATTORNEYS FOR FLEMING COMPANIES,
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